

MINUTES OF
THE RHODE ISLAND INDUSTRIAL – RECREATIONAL BUILDING AUTHORITY

January 23, 2015 (#487)

PUBLIC SESSION

A monthly meeting of the Board of Directors (the “Board”) of the **RHODE ISLAND INDUSTRIAL – RECREATIONAL BUILDING AUTHORITY** (the “Authority”) was held in Public Session at the offices of the Rhode Island Commerce Corporation (“Commerce RI”), 315 Iron Horse Way, Suite 101, Providence, Rhode Island on January 23, 2015 at approximately 8:30 a.m., pursuant to notice of the meeting to all Directors, and public notice of the meeting as required by Rhode Island General Law 42-46-6.

PRESENT: Frances H. Gammell-Roach, Chairperson
Christopher V. Bilotti, Vice Chairman
Scott A. Gibbs, Member

ABSENT: Laurence W. Ehrhardt, Member
John R. Gowell, Member

ALSO PRESENT: William Ash, Manager of the Authority
Stacy Farrell, Assistant Manager of the Authority
Marcel Valois, Executive Director of Commerce RI
Adam Quinlan, Chief Financial Officer for Commerce RI
Denise Barge, Portfolio Manager for Commerce RI
Melissa Czerwein, Communications Manager for Commerce RI
Tom Moses, Esq. Moses Afonso Ryan Ltd.

Chairperson Gammell-Roach presided over the meeting.

1. **Call to Order.**

Ms. Gammell-Roach called the meeting to order at 8:39 a.m.

2. **Approval of the Public and Executive Session Minutes of the Meeting Held on October 24, 2014**

Ms. Gammell-Roach presented the Public and Executive Session Minutes of the meeting held on October 24, 2014. A motion was duly made by Mr. Bilotti, was seconded by Ms. Gammell-Roach and was unanimously carried to accept the Public and Executive Session Minutes, as presented. A roll call vote was taken:

Mrs. Gammell-Roach – aye

Mr. Bilotti – aye

Mr. Gibbs – abstained as he was not present at the October 24, 2014 meeting.

3. Maintain the Executive Session Minutes of October 24, 2014 as Confidential

The next item to come before the Board was a vote to maintain the confidentiality of the Executive Session Minutes of the Board meetings held on October 24, 2014. A motion was duly made by Mr. Bilotti, was seconded by Mr. Gibbs, and was unanimously carried to maintain the confidentiality of the Executive Session Minutes of the above noted meeting. A roll call vote was taken:

Mrs. Gammell-Roach – aye

Mr. Bilotti – aye

Mr. Gibbs – aye

4. Review of the Internally Prepared Financial Statements for the period ended December 31, 2014.

Mr. Quinlan asked if there were any questions regarding the financial statements. He explained that the significant increase in revenue was due to the payoff of the Ener-tek bond. There being no further discussion, a motion was duly made by Mr. Gibbs, was seconded by Mr. Bilotti, and was unanimously carried to accept the internally prepared financial statements for the period ended December 31, 2014 (Exhibit A). A roll call vote was taken:

Mrs. Gammell-Roach – aye

Mr. Bilotti – aye

Mr. Gibbs – aye

5. Review and discuss compliance relating to new Quasi Public Corporations Accountability and Transparency Act effective January 1, 2015.

Mr. Ash reviewed with the Board the requirements of the Accountability and Transparency Act (Exhibits B & C). He noted that staff has been working to put together a formal vote for the Board to adopt at its next meeting which would address each requirement and allow the Board to ensure its compliance with the legislation. Ms. Mellissa Czerwein addressed the Board regarding the portion of the legislation that outlined website requirements. She indicated that Commerce RI would address the IRBA requirements through its website. There was no further discussion regarding this item.

6. **Review and discuss staff evaluation relating to legal services proposals for the Authority and vote authorizing staff to schedule interviews with legal services candidates, based on scoring, in order to present formal recommendation for approval at the next regularly scheduled meeting of the Authority.**

Mr. Ash advised the Board that a Request for Proposal (“RFP”) had been issued for legal services of the Authority. He noted seven firms had responded to the RFP and staff reviewed each proposal using a scoring sheet and had narrowed the selection down to four potential candidates. Mr. Ash asked that two Board members take part in interviews of these four candidates and provide feedback to the full Board for a final recommendation. Mr. Bilotti and Mr. Gibbs offered to sit in on interviews with staff. Mr. Ash noted the four firms to be considered are Moses Afonso Ryan Ltd., Schechtman Halperin Savage LLP, Pennone Lopes Devereaux & West LLC, and Cameron & Mittleman LLP. Staff asked that the board vote to authorize staff to schedule interviews with potential legal counsel candidates for the Authority. There being no further discussion, a motion was duly made by Mr. Gibbs, was seconded by Mr. Bilotti, and was unanimously carried to authorize staff to schedule interviews with potential legal counsel candidates for the Authority. A roll call vote was taken:

Mrs. Gammell-Roach – aye

Mr. Bilotti – aye

Mr. Gibbs – aye

7. **Executive Session**

Mrs. Gammell-Roach suggested that the Board move into Executive Session. Upon motion duly made by Mr. Gibbs and seconded by Mr. Bilotti, the motion to move the meeting into executive session pursuant to Rhode Island Open Meetings Law 42-46-5(a)(2), 42-46-5(a)(5), 42-46-5(a)(6) and 42-46-5(a)(7) of the General Laws of the State of Rhode Island, as amended, was duly adopted. A roll call vote was taken:

Mrs. Gammell-Roach – aye

Mr. Bilotti – aye

Mr. Gibbs – aye

Public Session concluded and Executive Session began at 9:03 a.m.

8. **Executive Session Vote Ratification**

The meeting was reconvened from Executive Session to Public Session at 9:14 a.m. Mrs. Gammell-Roach noted that a unanimous vote of the Board was taken as follows:

(a) **RESOLVED** that the Board hereby seals the Executive Session minutes of the meeting. A motion was duly made by Mr. Gibbs, was seconded by Mr. Bilotti, and was unanimously carried to ratify the vote taken in Executive Session to the seal the Executive Session minutes. A roll call vote was taken:

Mrs. Gammell-Roach – aye

Mr. Bilotti – aye

Mr. Gibbs – aye

There were no other votes taken during Executive Session.

9. Adjournment

There being no further business to come before the Board, upon motion duly made by Mr. Gibbs, was seconded by Mr. Bilotti, the Board unanimously voted to adjourn the meeting. A roll call vote followed:

Mrs. Gammell-Roach – aye

Mr. Bilotti – aye

Mr. Gibbs – aye

The meeting was adjourned at 9:15 a.m.

Respectfully submitted,

/s/ Stacy Farrell
Stacy Farrell, Assistant Manager